

Exhibit 2

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**ORDER GRANTING DEBTORS' OBJECTION TO PROOFS OF CLAIM
FILED BY SHANE M. HAFEEY AGAINST RESIDENTIAL CAPITAL, LLC
(CLAIM NOS. 2582 AND 4402) PURSUANT TO SECTION 502(b) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 3007**

Upon the objection (the “**Objection**”)¹ of Residential Capital, LLC, and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) to the Proofs of Claim and request for entry of an order (the “**Order**”) pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007 seeking to disallow and expunge the Proofs of Claim, all as more fully set forth in the Objection and the Declaration of Lauren Graham Delehey annexed to the Objection as Exhibit 3 submitted in support thereof; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Objection having been provided; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and it appearing that the relief requested in the Objection is in the best interests of the Debtors’ estates, their creditors and other parties in

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

interest; and responses to the Objection, if any, having been resolved, withdrawn or otherwise overruled by this Order; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The relief requested in the Objection is GRANTED as set forth herein.
2. Each of the Proofs of Claim is hereby disallowed and expunged in its entirety and shall no longer be maintained on the Debtors' claim register, and Kurtzman Carson Consultants LLC, the Claims and Noticing Agent, is directed to disallow and expunge the Proofs of Claim.
3. Entry of this Order is without prejudice to the Debtors' right to object to any other claims in the Debtors' Chapter 11 Cases.
4. The Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order.
5. Notice of the Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of the Procedures Order, Bankruptcy Rule 3007(a), and the Local Bankruptcy Rules of this Court are satisfied by such notice.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation or implementation of this Order.

Dated: _____, 2013
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE